

Steven Weinberg, Esq. (SW4382)
Stewart W. Lee, Esq. (SL7698)
GOTTESMAN, WOLGEL, MALAMY,
FLYNN & WEINBERG, P.C.
11 Hanover Square, 4th Floor,
New York, New York 10005
Tel.: (212) 495-0100
Fax: (212) 480-9797
E-mail: sweinberg@gottesmanlaw.com
slee@gottesmanlaw.com

Arlene P. Messinger, Esq. (AM1280)
Assistant General Counsel for SBIC Enforcement
U.S. SMALL BUSINESS ADMINISTRATION
409 Third Street, S.W., 7th Floor
Washington, D.C. 20416
Tel.: (202) 205-6857
Fax: (202) 481-0210

*Attorneys for The United States Small Business
Administration as Receiver of
Penny Lane Partners, L.P.*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

-----X
THE UNITED STATES SMALL BUSINESS Civil Action No.
ADMINISTRATION AS RECEIVER FOR
PENNY LANE PARTNERS, L.P.

COMPLAINT

Plaintiff,

v.

Assigned to:

KENNETH ROZENBERG,

Defendant.
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The plaintiff United States Small Business Administration as Receiver for Penny Lane Capital Partners, L.P., by the undersigned attorneys, complaining of the defendant, respectfully allege as follows:

Nature of Action

1. The plaintiff brings this action against the defendant for breach of contract based upon the defendant's obligations to satisfy the unfunded capital commitment contributions pursuant to the Limited Partnership Agreement ("LPA") executed by each private limited partner for Penny Lane Partners, L.P. (each a "Private Limited Partner" and collectively, the "Private Limited Partners").

Jurisdiction

2. The court has subject-matter jurisdiction over the action pursuant to this Court's Order dated May 16, 2006 (the "Order") in Civil Action No. 06-1894, United States of America v. Penny Lane Partners, L.P., by its general equitable powers and under 28 U.S.C. §§ 754, 1367, 1692 and pursuant to 15 U.S.C. §687c.

Venue

3. Venue in this action is proper in the District of New Jersey pursuant to 28 U.S.C. §754 as this action is ancillary to the receivership proceeding referenced above.

Parties

4. The plaintiff, the United States Small Business Administration (the "SBA") as Receiver for Penny Lane Capital Partners, L.P. has an office at 666 11th St., NW, Washington, D.C. By an Order of the United States District Court, District of New Jersey (Brown, J.) dated May 16, 2006 and filed May 16, 2006, pursuant to 15 U.S.C. §687c, the SBA was appointed receiver of Penny Lane Capital Partners, L.P. ("Penny Lane") a Delaware limited partnership that had an office at 2 Tree Farm Road, Suite A110, Pennington, NJ 08534. The SBA as receiver of Penny Lane is hereinafter referred to as the "Receiver".

5. The defendant is a resident of the State of New York.

6. The defendant agreed to be a Private Limited Partner pursuant to the LPA executed by the defendant.

**AS AND FOR A FIRST CAUSE OF ACTION
FOR BREACH OF CONTRACT**

7. On October 21, 1996, the defendant signed the LPA to be a Private Limited Partner in Penny Lane.

8. The LPA was signed and agreed to by the defendant subject to the total amount of the defendant's capital commitment as a Private Limited Partner.

9. The books and records of Penny Lane provide the amount that each Private Limited Partner actually paid towards each Private Limited Partner's capital contribution commitment.

10. The balance owed by the defendant as a Private Limited Partner is the unfunded capital commitment in the amount of \$100,625.00.

11. Article Five of the LPA governs the Private Limited Partner's capital contributions.

12. Paragraph 5.1 of the Capital Commitments of the LPA provides:

(a) each Private Limited Partners (sic) hereby commits to make capital contributions in cash in the amount set forth on the signature page to this Agreement that is executed and delivered by such Private Limited Partner and the General Partner.

13. Paragraph 5.2 Capital Contributions by Private Limited Partners of the LPA provides that after the initial capital contribution of Private Limited Partners, that at the sole discretion of the General Partner, the remaining balance of the capital commitment by each Private Limited Partner shall be made upon not less than 15 days prior notice (the "Capital Call

Notice”) from the General Partner to the Private Limited Partner, which notice shall specify the date such payment shall be due and the percentage of the Private Limited Partner’s commitment due.

14. The Receiver by the Receivership Court Order was granted the authority to operate Penny Lane and to pursue all of its claims.

15. The Receiver issued an unfunded capital commitment demand letter dated November 20, 2007 demanding payment of the amount of \$100,625.00 from the defendant.

16. Despite the Receiver’s due demand, no payment has been made by the defendant.

17. The LPA provides that any Private Limited Partner’s failure to pay the amount due from the date due pursuant to the capital call notice for payment of the unfunded capital commitment shall be charged ten percent (10%) interest from the date the unfunded capital commitment was due.

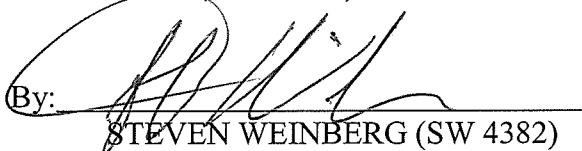
18. Therefore, the defendant as a Private Limited Partner is in breach of their obligations to fund Penny Lane with the balance of the capital commitment, in the amount of \$100,625.00 plus ten percent (10%) interest from the date of November 20, 2007.

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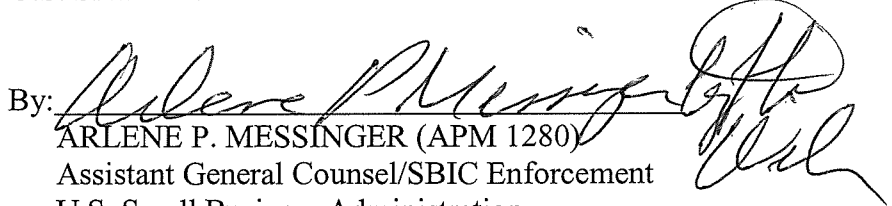
WHEREFORE, Plaintiff demands judgment against the defendants a Private Limited Partner for his share of the unfunded capital commitment pursuant to the capital call notice plus ten percent (10%) interest from November 20, 2007 together with such other and further relief as this Court deems just and equitable.

Dated: New York, New York
March 14, 2008

**GOTTESMAN, WOLGEL, MALAMY,
FLYNN & WEINBERG, P.C.**

By: 
STEVEN WEINBERG (SW 4382)
STEWART W. LEE (SL 7698)
11 Hanover Square, 4th Floor
New York, New York 10005
Tel.: (212) 495-0100

U.S. SMALL BUSINESS ADMINISTRATION

By: 
ARLENE P. MESSINGER (APM 1280)
Assistant General Counsel/SBIC Enforcement
U.S. Small Business Administration
409 Third Street, 7th Floor
Washington, D.C. 20416
Tel.: (202) 205-6857

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